genifi inc.
(formerly Prodigy Ventures Inc.)

CONSOLIDATED INTERIM FINANCIAL STATEMENTS

For the three and nine months ended September 30, 2024 and 2023

(Unaudited - expressed in Canadian dollars)

Notice to Reader

Under National Instrument 51-102, Part 4, subsection 4.3(3) (a), if an auditor has not performed a review of the interim financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The accompanying unaudited consolidated interim financial statements of the Company have been prepared by and are the responsibility of the Company's management.

The Company's independent auditor has not performed a review of these consolidated interim financial statements in accordance with the International Financial Reporting Standards established by the International Accounting Standards Board for a review of interim financial statements by an entity's auditor.

/s/ "Thomas Beckerman"	/s/ "Andrew Hilton"
Chief Executive Officer	Chief Financial Officer

Toronto, Ontario
November 20, 2024

genifi inc. (formerly Prodigy Ventures Inc.)
Consolidated Interim Statements of Financial Position as at September 30, 2024 and December 31, 2023
(Unaudited)
(Expressed in Canadian dollars)

	September 30, 2024	December 31, 2023
Assets		
Current assets:		
Cash	$ 2,199,057	$ 1,576,857
Accounts receivable (Note 7)	109,154	352,925
Variable consideration receivable (Note 14)	-	983,661
Income taxes recoverable	453,075	322,359
Prepaid expenses	205,871	343,585
	2,967,157	3,579,387
Non-current assets:		
Property and equipment (Note 3)	7,703	6,121
Deferred tax asset	77,020	77,020
Total assets	$ 3,051,880	$ 3,662,528
Liabilities and Shareholders' Equity		
Current liabilities:		
Accounts payable and accrued liabilities (Note 4)	$ 249,406	$ 650,952
Contract liability	234,786	27,340
	484,192	678,292
Total liabilities	484,192	678,292
Shareholders' Equity		
Share capital (Note 5 (b))	5,785,432	5,785,432
Contributed surplus	654,730	654,730
Deficit	(3,872,474)	(3,455,926)
	2,567,688	2,984,236
Total liabilities and shareholders' equity	$ 3,051,880	$ 3,662,528

The accompanying notes are an integral part of these consolidated financial statements.

Going Concern (Note 1)
Discontinued Operations (Note 14)

On behalf of the Board:
/s/ "Thomas Beckerman", Director
/s/ "Jeffrey Shaul", Director

genifi inc. (formerly Prodigy Ventures Inc.)
Consolidated Interim Statements of Operations and Comprehensive Income (loss)
Three and nine months ended September 30, 2024 and 2023
(Unaudited)
(Expressed in Canadian dollars)

	Three months ended September 30		Nine months ended September 30	
	2024	**2023**	**2024**	**2023**
Revenue (Note 9)	$ 200,178	$ 521,679	$ 715,750	$ 1,512,257
Direct costs	142,296	160,394	405,718	463,736
Gross profit	57,882	361,285	310,032	1,048,521
Expenses:				
Compensation	377,739	560,408	679,462	2,267,160
Computer	19,429	90,759	31,758	340,411
Depreciation and amortization (Note 3)	579	4,204	1,618	12,479
Finance costs	1,622	831	4,094	3,729
Office and general	1,670	17,491	(747)	93,974
Professional fees	73,973	118,246	415,198	405,620
Share-based compensation (Note 5(c))	-	(17,467)	-	(12,062)
Interest income	(7,123)	(26,056)	(57,105)	(144,971)
	467,889	748,416	1,074,278	2,966,340
Loss from operations before income tax and discontinued operations	(410,007)	(387,131)	(764,246)	(1,917,819)
Income tax expense (recovery) (Note 11)	(99,647)	(1,925)	(188,216)	(265,210)
Net loss from continuing operations	(310,360)	(385,206)	(576,030)	(1,652,609)
Income from discontinued operations, net of tax (Note 14)	76,584	-	159,482	6,732,497
Net income (loss) and comprehensive income (loss) for the period	$ (233,776)	$ (385,206)	$ (416,548)	$ 5,079,888
Net income (loss) per share (Note 12)				
Basic and diluted – continuing operations	$ (0.00)	$ (0.00)	$ (0.00)	$ (0.01)
Basic and diluted – discontinued operations	$ 0.00	$ 0.00	$ 0.00	$ 0.05

The accompanying notes are an integral part of these consolidated financial statements.

genifi inc. (formerly Prodigy Ventures Inc.)
Consolidated Interim Statements of Changes in Shareholders' Equity
Nine months ended September 30, 2024 and 2023
(Unaudited)
(Expressed in Canadian dollars)

	Common shares	Share capital (Note 5)	Contributed surplus	Retained earnings (Deficit)	Total shareholders' equity
Balance, December 31, 2022	144,287,403	$ 5,785,432	$ 666,792	$ (3,730,456)	$ 2,721,768
Share-based compensation (Note 5(c))	–	–	(12,062)	–	(12,062)
Dividends declared (Note 5(f))	–	–	–	(5,930,656)	(5,930,656)
Net loss from continuing operations	–	–	–	(1,652,609)	(1,652,609)
Net income from discontinued operations	–	–	–	6,732,497	6,732,497
Balance, September 30, 2023	144,287,403	$ 5,785,432	$ 654,730	$ (4,581,224)	$ 1,858,938

	Common shares	Share capital (Note 5)	Contributed surplus	Retained earnings (Deficit)	Total shareholders' equity
Balance, December 31, 2023	144,287,403	$ 5,785,432	$ 654,730	$ (3,455,926)	$ 2,984,236
Net loss from continuing operations	–	–	–	(576,030)	(576,030)
Net income from discontinued operations	–	–	–	159,482	159,482
Balance, September 30, 2024	144,287,403	$ 5,785,432	$ 654,730	$ (3,872,474)	$ 2,567,688

The accompanying notes are an integral part of these consolidated financial statements.

genifi inc. (formerly Prodigy Ventures Inc.)
Consolidated Interim Statements of Cash Flows
Nine months ended September 30, 2024 and 2023
(Unaudited)
(Expressed in Canadian dollars)

	Nine months ended September 30, 2024	Nine months ended September 30, 2023
Cash flows from operating activities		
Net (loss) from continuing operations for the period	$ (576,030)	$ (1,652,609)
Adjustments to reconcile net income (loss) to cash provided by operating activities:		
Depreciation and amortization (Note 3)	1,618	12,479
Share-based compensation (Note 5(c))	-	(12,062)
Finance costs	-	158
Income tax expense (recovery)	(188,216)	(265,210)
Income taxes received (paid)	-	39,553
Change in non-cash operating working capital:		
Accounts receivable	243,769	1,504,880
Prepaid expenses	137,714	243,281
Accounts payable and accrued liabilities	(401,544)	(1,430,812)
Contract liability	207,446	56,035
Cash flows from (used in) operating activities	(575,243)	(1,504,307)
Cash flows from investing activities		
Proceeds from sale of TCB Corporation (Note 14)	1,200,643	9,111,742
Cash disposed on sale of TCB Corporation (Note 14)	-	(120,483)
Purchase of property and equipment (Note 3)	(3,200)	(1,748)
Net cash from (used in) investing activities	1,197,443	8,989,511
Cash flows from financing activities		
Repayment of lease liabilities	-	(10,493)
Dividends paid (Note 5 (f))	-	(5,930,656)
Finance costs paid	-	(158)
Net cash (used in) financing activities	-	(5,941,307)
Net cash from (used in) discontinued operations	-	(1,538,214)
Increase in cash	622,200	5,683
Cash, beginning of period	1,576,857	1,780,918
Cash, end of period	$ 2,199,057	$ 1,786,601

The accompanying notes are an integral part of these consolidated financial statements.

1. NATURE OF OPERATIONS AND GOING CONCERN

Genifi Inc. (formerly Prodigy Ventures Inc.) ("genifi" or the Company") was incorporated as 71 Capital Corp. under the Canada Business Corporations Act on February 6, 2008 and was classified as a Capital Pool Company, as defined by the TSX Venture Exchange ("TSXV"). On July 1, 2023 the Company changed its name from Prodigy Ventures Inc. to genifi inc. This name change was completed in connection with a vertical amalgamation of the Company with two of its wholly-owned subsidiaries, Ficanex Technology Inc. and IDVerifiact Inc.

Genifi delivers Fintech innovation, with its cutting-edge platforms: IDVerifact™ for digital identity verification, and tunl.chat™ for generative AI chat.

The Company's registered office is as follows: c/o Fogler, Rubinoff LLP, Suite 3000, 77 King Street West, Toronto, ON M5K 1G8. The Company's common shares are listed on the TSXV under the symbol GNFI.

On December 31, 2022, the Board of Directors passed a resolution to proceed with the disposition by the Company of all of the issued and outstanding shares of TCB Corporation ("TCB") (Note 14).

During the year ended December 31, 2023, the Company incurred a net loss from continuing operations of $1,380,637 (2022 - $6,903,096) and ongoing losses are expected in 2024. The Company's ability to continue as a going concern is dependent upon its ability to generate sufficient and sustained cash flows from its continuing operating activities comprising its IDVerifact and tunl.chat technologies. It is not possible to predict whether these technologies will ultimately be successful which represents a material uncertainty which may cast significant doubt upon the Company's ability to continue as a going concern.

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES

Statement of compliance

These consolidated interim financial statements have been prepared in accordance with International Accounting Standard ("IAS") 34, Interim Financial Reporting, using accounting policies consistent with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB"), and do not include all of the information required for full annual consolidated financial statements.

Basis of presentation

These consolidated financial statements have been prepared on a historical cost basis, except for certain financial instruments that are carried at fair value.

These consolidated financial statements are presented in Canadian dollars, which is the Company's functional and presentation currency. These consolidated financial statements were authorized for issuance by the Company's Board of Directors on November 20, 2024.

Certain prior period amounts have been reclassified to conform with current period presentation.

As a result of the sale of TCB (note 14), the financial results of TCB have been presented as discontinued operations on the consolidated statements of (loss) income and comprehensive (loss) income, the consolidated statements of cash flows and the corresponding notes.

Material accounting judgments and estimates

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amount of expenses and other income during the period.

Management continuously evaluates the estimates and underlying assumptions based on management's experience and knowledge of facts and circumstances. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in future periods if affected.

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES - CONTINUED

Material accounting judgments and estimates - continued

Significant estimates made by management include the following:

Variable consideration receivable

A portion of the proceeds on the disposition of TCB was based on the future performance of TCB. Management estimated the fair value of consideration using cash flow forecasts and credit risk assumptions.

Share-based compensation:

The Company uses estimates in the calculation of the expenses of its share-based incentive plans including, but not limited to, share price volatility, dividends, expected life of the award, and risk-free interest rates. These estimates are based on previous experience and may change throughout the life of an incentive plan. Such changes could impact the carrying value of contributed surplus, net income, and comprehensive income in future periods.

Goodwill:

Goodwill arising on an acquisition of a business is carried at cost, as established on the date of acquisition, less impairment losses, if any. For purposes of impairment testing, goodwill is allocated to each of the Company's cash-generating units ("CGUs") (or groups of CGUs) that is expected to benefit from the synergies of the combination. A CGU to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the CGU may be impaired. The Company assesses impairment by comparing the recoverable amount of a long-lived asset, a CGU, or a CGU group to its carrying value. The recoverable amount is defined as the higher of: (i) value in use; or (ii) fair value less cost to sell. The determination of the recoverable amount involves significant estimates and assumptions. While management uses their best estimate and assumptions to assess goodwill impairment, there are inherent uncertainties in projecting future cash flows, discount rates and other assumptions. Changes in the conditions for these judgments and estimates can significantly affect the assessed recoverable amount of the CGU.

Basis of consolidation

The consolidated financial statements include the financial statements of the Company, and its wholly owned subsidiary companies, 13165078 Canada Inc. (prior to its dissolution) and TCB (prior to its disposition). All significant intercompany balances and transactions have been eliminated upon consolidation. Former wholly owned subsidiaries IDVerifact Inc. and FICANEX Technology Inc. amalgamated with the Company on July 1, 2023. The financial statements of these entities are also included in the consolidated financial statements prior to the amalgamation.

Cash and cash equivalents

Cash and cash equivalents include cash on hand, balances with banks and investment dealers, and short-term deposits with original maturities of less than three months at date of acquisition and are initially recorded at fair value. As at September 30, 2024, the Company held $1,400,000 in short-term deposits (December 31, 2023 - $900,000).

Property and equipment

Property and equipment are recorded at cost less accumulated depreciation and any accumulated impairment losses recorded. Cost includes expenses that are directly attributable to the acquisition of the asset. When parts of an item of equipment have different useful lives, they are accounted for as separate components of equipment and depreciated accordingly. The carrying amount of any replaced component or a component no longer in use is derecognized.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset only when it is probable that future economic benefits associated with the item of property and equipment will flow to the Company and the costs of the item can be reliably measured. All other expenses are charged to operating expenses as incurred.

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES - CONTINUED

Property and equipment

Depreciation is based on the cost of an asset less its estimated residual value. Depreciation is charged to profit or loss over the estimated useful life of an asset. Depreciation is provided on a declining-balance basis using the following rates:

Computer hardware – 30% declining balance
Computer software – 30% declining balance
Furniture – 30% declining balance

Depreciation methods, rates and residual values are reviewed annually and revised if the current method, estimated useful life or residual value is different from that estimated previously. The effect of such a change is recognized on a prospective basis in the consolidated financial statements.

Revenue recognition

The Company uses a single model that applies to contracts with customers and two approaches to recognizing revenue: at a point in time or over time. The model features a contract-based five-step analysis of transactions to determine whether, how much and when revenue is recognized. New estimates and judgement thresholds have been introduced which may affect the timing of revenue recognized.

The Company records revenue from contracts with customers in accordance with the five steps in IFRS 15 as follows:
1. Identify the contract with a customer;
2. Identify the performance obligations in the contract;
3. Determine the transaction price, which is the total consideration provided by the customer;
4. Allocate the transaction price among the performance obligations in the contract based on their relative fair values; and
5. Recognize revenue when the relevant criteria are met for each unit (at a point in time or over time).

The Company derives its revenues from software and professional service contracts. Revenue comprises the fair value of consideration received or receivable from the provision of services in the ordinary course of business.

Revenue from contracts with customers is recognized for each performance obligation as control is transferred to the customer over time as progress is made towards completion of the performance obligation. The transaction price is generally the amount stated in the contract.

The Company recognizes professional services revenues based on time and material incurred. If a loss on a contract is considered probable, the loss is recognized when it is determinable.

Amounts are generally billable on reaching certain performance milestones, as defined by individual contracts. Revenue earned in excess of contract billings is recorded as contract asset. Cash proceeds received in advance of performance under contracts are recorded as contract liability. Contract liability is classified as long-term if it relates to performance obligations that are expected to be fulfilled after 12 months from period end.

Contract costs, such as commissions or incremental costs of obtaining a contract with a customer, are recognized as an asset if the period of benefit for those costs is expected to be longer than one year and those costs are expected to be recoverable under the expected term of the contract. As all contracts are for a period of less than one year, no contract costs have been recorded.

Non-refundable platform onboarding and integration fees are recognized only after there is persuasive evidence of an executed agreement, the price is fixed or determinable and there are no further performance obligations to be satisfied with respect to the contract.

Platform subscription fees are recognized on a monthly straight-line basis over the subscription term. The unamortized amount at the end of the reporting period with respect to these fees are presented as part of deferred revenue. Aggregate conversation fees from the tunl. chatbot are accumulated and recognized on a monthly basis.

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES - CONTINUED

Revenue recognition - continued

Management fees are recognized rateably over the performance period in which management’s services have been contracted.

Research and development costs and investment tax credits

All costs relating to research are expensed as incurred. Investment tax credits are recognized in the period in which the credits are earned and realization is considered more likely than not. Assistance received or receivable is accounted for using the cost reduction approach.

Income tax and deferred taxes

The tax expense recognized in net income comprises the sum of deferred tax and current tax not recognized in other comprehensive income or directly in shareholders’ equity.

The tax currently payable is based on the taxable income or loss for the period. The taxable income or loss may differ from the income or loss for the period as reported in the accompanying consolidated statements of operations and comprehensive income (loss) due to the exclusion, if any, of revenue or expense items that are taxable or deductible in other periods, as well as items that are not taxable or deductible. The Company's liability for current income taxes is calculated using income tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and liabilities are measured, without discounting, at the tax rates that have been enacted or substantively enacted by the end of the reporting period and applicable in the period in which the liability is expected to be settled or the asset realized.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities. The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable income will be available to allow the benefit of all or part of the asset to be utilized. Any such reduction is reversed to the extent that it becomes probable that sufficient taxable income will be available.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when these relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis. Changes in deferred tax assets or liabilities are recognized as a component of taxable revenue or expense in profit or loss, except where these relate to items that are recognized in other comprehensive income or directly in equity, in which case, the related deferred tax is also recognized in other comprehensive income (loss) or shareholders’ equity, respectively.

Share-based payments

The grant date fair value of share-based payment awards granted to employees is recognized as share-based compensation expense, with a corresponding increase in contributed surplus, over the vesting period of the award. The amount recognized is adjusted to reflect the number of awards for which the related service and non-market vesting conditions are expected to be met, such that the amount ultimately recognized is based on the number of awards that vest. Upon the exercising of options, the fair value of the options exercised that has been added to contributed surplus is reclassified to common shares and reflected in the consolidated statements of changes in shareholders' equity.

Equity settled transactions with non-employees are generally measured at the fair value of the goods or services received and are measured with reference to the fair value of the equity instruments granted if the fair value of the goods or services received cannot be measured reliably.

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES - CONTINUED

Impairment testing of goodwill and long-lived assets

Property and equipment and finite intangible assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. Goodwill or intangible assets not yet available for use are tested for impairment annually, and whenever events or circumstances that make it more likely than not that an impairment may have occurred, such as a significant adverse change in the business climate or a decision to sell or dispose all, or a portion of, a reporting unit.

For purposes of assessing impairment, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or cash generating units ("CGU"s). An impairment loss is recognized for the amount by which the asset or CGU's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset or CGU's fair value less costs to sell and value-in-use.

To determine the value-in-use, management estimates expected future cash flows and determines a suitable discount rate in order to calculate the present value of those cash flows. The data used for impairment testing procedures are directly linked to the Company's latest approved budget, adjusted as necessary to exclude the effects of future reorganizations and asset enhancements. Discount factors are determined individually for each CGU and reflect their respective risk profiles as assessed by management. As a result, some assets are tested individually for impairment and some are tested at the CGU level.

Impairment losses recognized in respect of CGUs are allocated first to reduce the carrying amount of any goodwill allocated to the CGUs (or group of CGUs) and then to reduce the carrying amount of the other assets in the CGU (or group of CGUs) on a pro rata basis. Long-lived assets that suffer impairment are reviewed for possible reversal of the impairment at each reporting date. For such assets, an impairment charge is reversed if the CGUs or individual asset's recoverable amount exceeds its carrying amount.

Provisions

Provisions are recognized when the Company has a present legal obligation as a result of past events, it is more likely than not that an outflow of resources will be required to settle the obligation, and this amount can be reliably estimated. Provisions are measured based on management's best estimate of the expenditure required to settle the obligation at the end of the reporting period and are discounted to present value where the effect is material. Additionally, the Company performs evaluations to identify onerous contracts and, where applicable, records provisions for such contracts.

A provision for onerous contracts is recognized when the expected benefits to be derived by the Company from a contract are lower than the unavoidable cost of meeting its obligations under the contract. The provision would be measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract. Before a provision is established, the Company would recognize any impairment loss on the assets associated with the contract.

Financial instruments – assets and liabilities

Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument. Financial assets are derecognized when the contractual rights to the cash flows from the financial asset expire, or when the financial asset and all substantial risks and rewards are transferred. Financial liabilities are derecognized when they are extinguished, discharged, cancelled or expired.

At initial recognition, the Company classifies its financial instruments depending on the purpose for which the instruments were acquired, as follows:

Cash is measured at amortized cost.

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES - CONTINUED

Financial instruments – assets and liabilities - continued

Accounts receivable are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. The Company's accounts receivable are comprised of trade receivables and are included in current assets due to their short-term nature. Accounts receivable are initially measured at fair value and, subsequently, are measured at amortized cost.

Variable consideration receivable is measured at fair value (note 14).

Accounts payable and those accrued liabilities which are financial instruments are initially recognized at fair value and, subsequently, they are measured at amortized cost, which generally corresponds to cost. These instruments are included in current liabilities due to their short-term nature.

Impairment of financial assets

The Company determined its expected credit loss (“ECL”) on trade receivables using a provision matrix based on historical credit loss experiences adjusted to reflect information about current economic conditions and forecasts of future economic conditions to estimate lifetime ECL.

Impairment losses, if any, are recorded in general and administrative expenses with the carrying amount of the financial asset or contract asset reduced through the use of impairment allowance accounts.

Related party transactions

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources, services or obligations between related parties.

Comprehensive income (loss)

Basic comprehensive income (loss) comprises net income (loss) and other comprehensive income (loss). Other comprehensive income (loss) represents changes in shareholders' equity and would be presented as accumulated other comprehensive income (loss). However, the Company has not had material income or losses relating to other comprehensive income (loss) and, accordingly, has made no adjustments to the accompanying consolidated financial statements.

Income (loss) per share

The Company calculates basic income (loss) per share by dividing the net income (loss) attributable to shareholders by the weighted average number of common shares outstanding during the period. Diluted per share amounts are calculated giving effect to the potential dilution that would occur if securities or other contracts to issue common shares are exercised or converted. Diluted income (loss) per share would be equal to basic income (loss) per share when the effect of dilutive securities is anti-dilutive.

Leases

The Company assesses whether a contract is or contains a lease at the inception of the contract. Leases are recognized as a right-of-use asset and corresponding lease liability at the lease commencement date. The lease liability is measured at the present value of the future payments over the lease term, less any lease incentives receivable, discounted using the lessee’s incremental borrowing rate, unless the implicit interest rate in the lease can be easily determined. Lease liabilities are subsequently measured at amortized cost using the effective interest rate method.

(Expressed in Canadian dollars)

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES - CONTINUED

Leases - continued

The right-of-use assets include the initial measurement of the corresponding lease liabilities, lease payments at or before the commencement date, any initial direct costs, less any lease incentives received before the commencement date. The right-of-use assets are subsequently measured at cost and are depreciated on a straight-line basis from the date the underlying asset is available for use over the lease term.

3. PROPERTY AND EQUIPMENT

	Computer hardware	Furniture	Total
Cost			
Balance, December 31, 2023	$ 8,702	$ -	$ 8,702
Additions	-	3,200	3,200
Balance, September 30, 2024	$ 8,702	$ 3,200	$ 11,902
Accumulated depreciation			
Balance, December 31, 2023	$ 2,581	$ -	$ 2,581
Depreciation	1,378	240	1,618
Balance, September 30, 2024	$ 3,959	$ 240	$ 4,199
Carrying amounts			
Balance, December 31, 2023	$ 6,121	$ -	$ 6,121
Balance, September 30, 2024	$ 4,743	$ 2,960	$ 7,703

4. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

Accounts payable and accrued liabilities included the following as at September 30, 2024 and December 31, 2023:

	September 30, 2024	December 31, 2023
Salaries	$ -	$ -
Trade payables	104,503	271,011
Accrued liabilities	144,903	379,941
Total	$ 249,406	$ 650,952

5. SHARE CAPITAL

a) Authorized

Unlimited common shares: voting, without par value, participating

b) Shares issued and outstanding

	Number of shares	Amount
Common shares		
Balance, December 31, 2023 and September 30, 2024	144,287,403	$ 5,785,432

(Expressed in Canadian dollars)

5. SHARE CAPITAL - CONTINUED

c) Stock options outstanding

The Company has adopted a Stock Option Plan (the "Option Plan") to provide an incentive to the Company's directors, senior officers, employees and consultants to continue their involvement with the Company and to increase their efforts on the Company's behalf. The Option Plan is a "rolling" stock option plan, whereby options may be granted equal in number to up to 3% of the issued common shares of the Company at the time of the grant of the stock option.

The following table reflects the continuity of stock options for the nine months ended September 30, 2024 and 2023:

	September 30, 2024			September 30, 2023		
Expiry date	**Number of options**	**Exercise price**	**Weighted average exercise price**	**Number of options**	**Exercise price**	**Weighted average exercise price**
Outstanding, beginning of period	-		$ -	916,667		$ 0.128
Granted	-	-	-	-	-	-
Cancelled/Expired	-	-	-	(250,000)	$ 0.110	$ 0.110
Cancelled/Expired	-	-	-	(416,667)	$ 0.155	$ 0.155
Outstanding, end of period	-		$ -	250,000		$ 0.100
Exercisable, end of period	-		$ -	250,000		$ 0.100

The weighted average remaining contractual life and weighted average exercise price of options outstanding and of options exercisable as at September 30, 2024 are as follows:

	Options Outstanding			Options Exercisable	
Exercise price	**Number outstanding**	**Weighted average exercise price**	**Average remaining contractual life (years)**	**Number exercisable**	**Weighted average exercise price**
n/a	-	-	-	-	n/a
Total	-	-	-	-	n/a

The table below summarizes the Company's stock-based compensation expense recorded in connection with the expected vesting of the above stock options issued:

	September 30, 2024	September 30, 2023
Continuing operations	$ -	$ (12,062)
Discontinued operations	-	-
Total	**$ -**	**$ (12,062)**

d) Warrants outstanding

The following table reflects the continuity of common share purchase warrants for the nine months ended September 30, 2024 and 2023:

	September 30, 2024		September 30, 2023	
Expiry date	**Number of warrants**	**Exercise price**	**Number of warrants**	**Exercise price**
Outstanding, beginning of period	-	-	4,000,000	$ 0.25
Cancelled/Expired	-	-	(4,000,000)	$ 0.25
Outstanding, end of period	-	-	-	n/a

5. SHARE CAPITAL - CONTINUED

d) Warrants outstanding - continued

Pursuant to the acquisition of Ficanex in July, 2021, the Company issued the vendors an aggregate of 26,666,667 units in the capital of genifi, prior to applicable closing adjustments. Each genifi unit consisted of one common share of the Company and 0.15 of a common share purchase warrant. Each warrant was exercisable to acquire one common share at a price of 25 cents until July 30, 2023, provided that if, at any time prior to July 30, 2023, the volume-weighted average trading price of the common shares on the TSX Venture Exchange, or other principal exchange on which the common shares are listed, was greater than 35 cents for 20 consecutive trading days, the Company could have, within 15 days of the occurrence of such event, delivered a notice to the holders of warrants accelerating the expiry date of the warrants to the date that was 45 days following the date of such notice. Any unexercised warrants would have automatically expired at the end of the accelerated exercise period.

e) Restricted Share Unit Plan

The Company has also adopted a Restricted Share Unit Plan (the "RSU Plan"). The RSU Plan is a complimentary mechanism to the Company's Option Plan. Its purpose is to provide an incentive to the Company's senior officers, employees and consultants to continue their involvement with the Company and to increase their efforts on the Company's behalf. Under the RSU Plan, the aggregate number of common shares which may be issued will not exceed 2,568,823 at the time of grant of any restricted share unit ("RSU"). As of September 30, 2024, the Company has not granted any RSU's under the RSU Plan.

f) Dividends

On March 8, 2023, following the disposition of TCB, the Company announced that the Board of Directors approved a one-time return of capital of 4.1103 cents per share for holders of record of common shares of the Company on March 16, 2023, and payable in cash on March 22, 2023. The Company's Board of Directors will continue to review the dividend quarterly.

6. CAPITAL MANAGEMENT

The Company defines capital as the aggregate of shareholders' equity and debt. The Company's equity comprises the common shares of the Company subscribed by the shareholders and retained earnings. The Board of Directors manages the dividend policy and the pricing of products and services of the Company so as to ensure that there is adequate cash flow to fund the Company's operations and safeguard the Company's ability to continue as a going concern so that it can continue to provide returns for shareholders.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is optimal.

There were no changes in the Company's approach to capital management during the nine months ended September 30, 2024 and 2023. As at September 30, 2024, the Company was not subject to any externally imposed capital requirements.

7. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The Company's financial instruments are comprised of cash, accounts receivable, variable consideration receivable, accounts payable and accrued liabilities. The fair values of these financial instruments approximate their carrying values, unless otherwise noted, due to their short-term maturities or interest rates which management believes approximates those of similar instruments in the current market. Except as otherwise noted, the Company is not exposed to significant risks in relation to its financial instruments.

The Company's risk management policies are established to identify and analyze the Company's risk, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. There have been no changes to the Company's exposure to risks in respect of its financial instruments, and there have been no changes in respect of management's objectives, policies and processes in the management of its financial instruments from that of the prior reporting period.

(Expressed in Canadian dollars)

7. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT - CONTINUED

The Company does not hold or issue derivative financial instruments for trading or speculative purposes.

Credit risk

Concentration of credit risk relates primarily to accounts receivable. As at September 30, 2024, one customer represented 34% (December 31, 2023 – 55%) of the accounts receivable balance. 100% of the Company's revenue was received from customers currently located in Canada (2023 – 100%). As at September 30, 2024, approximately 1% (December 31, 2023 – 2%) of the Company's accounts receivable are greater than 30 days past due.

As at the following dates, the aging of gross trade and other receivables were as follows:

	September 30, 2024	December 31, 2023
Current	$ 97,390	$ 340,369
1 - 30 days	11,297	6,959
31 - 60 days	-	6,114
61 - 90 days	767	-
Greater than 90 days	87	-
Subtotal	109,541	353,442
Less: Expected credit loss	(387)	(517)
Total	$ 109,154	$ 352,925

The expected credit loss was $387 at September 30, 2024 (December 31, 2023 - $517). There is no indication, as at these dates, that the debtors will not meet their obligations. The Company manages its credit risk relating to its trade receivables through credit approval and monitoring procedures, including senior management prior approval of all contracts. Such approvals are based on trade information, payment history, credit rating and financial analysis, where possible.

The provision matrix below shows the expected credit loss rate for each category of accounts receivable as at September 30, 2024.

			Aging (days outstanding)			
	Current	**1 to 30**	**31 to 60**	**61 to 90**	**>90**	**Total**
Gross accounts receivable ($)	97,390	11,297	-	767	87	109,541
Expected loss rate (%)	0.30	0.79	1.27	2.75	6.41	0.35
Expected loss provision ($)	272	89	-	20	6	387

The provision matrix below shows the expected credit loss rate for each category of accounts receivable as at December 31, 2023.

			Aging (days outstanding)			
	Current	**1 to 30**	**31 to 60**	**61 to 90**	**>90**	**Total**
Gross accounts receivable ($)	340,369	6,959	6,114	-	-	353,442
Expected loss rate (%)	0.15	0.79	1.27	2.75	6.41	0.15
Expected loss provision ($)	385	55	77	-	-	517

The Company reviews the components of these accounts on a regular basis to evaluate and monitor this risk. The Company's customers are generally large financially established organizations, which limits the credit risk relating to the customer.

7. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT - CONTINUED

Liquidity risk

The Company is exposed to liquidity risk to the extent that it must meet its financial obligations as and when due. The Company's approach to managing liquidity risk is to ensure that it always has sufficient cash and other current financial assets to meet its obligations when due without incurring unacceptable losses or damage to the Company's reputation. Management forecasts cash flows to identify financing requirements. These requirements are then addressed through combination of cash management and access to additional capital.

Management is of the view, based on historical cash flow, that there is sufficient cash flow from its operating activities to sustain ongoing operations in the short-term. The Company's ability to generate sufficient cash flow in the long-term is dependent upon the success of its IDVerifact and tunl.chat technologies and/or third-party financing. It is not possible to predict whether these technologies will ultimately be successful which represents a material liquidity risk.

Foreign currency risk

The Company may earn a portion of its revenue in US dollars and is therefore subject to risk from changes in foreign currency rates. The Company does not utilize any financial instruments to mitigate the risks arising from changes in foreign currency rates. For the nine months ended September 30, 2024, a 10% increase in the value of the US dollar would have increased income by approximately $397 (2023 - $1,770) and a 10% decrease in the US dollar would have the opposite effect.

Interest rate risk

Interest rate risk is the risk that the value of financial instruments will fluctuate due to changes in market interest rates. As at September 30, 2024 and December 31, 2023, the Company did not have any active debt and was therefore not subject to interest rate risk.

Fair value hierarchy

The following summarizes the Company's financial instruments that are carried at fair values according to the fair value hierarchy, which comprises the following levels. The fair value hierarchy requires the use of observable market inputs whenever such inputs exist. A financial instrument is classified to the lowest level of the hierarchy for which a significant input has been considered in measuring fair value.

Level 1 - valuation based on quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 - valuation techniques based on inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices); and

Level 3 - valuation techniques using inputs for the asset or liability that are not based on observable market data (unobservable inputs).

There were no transfers of financial assets between any of the levels during the nine months ended September 30, 2024 and 2023. Variable consideration receivable was classified within Level 3 of the fair value hierarchy (see note 14).

8. ECONOMIC DEPENDENCE

For the nine months ended September 30, 2024, approximately 18% (2023 – 39%) of the Company's revenue related to transactions entered into with one customer. As a result of a contract terminated during the year ended December 31, 2023, there is limited revenue dependence on any one customer. As at September 30, 2024, approximately 34% (December 31, 2023 – 55%) of the accounts receivable balance related to one customer.

(Expressed in Canadian dollars)

9. REVENUE

Revenue from continuing operations comprises:

	Three months ended September 30, 2024	Three months ended September 30, 2023	Nine months ended September 30, 2024	Nine months ended September 30, 2023
Time and materials contracts	$ -	$ 45,374	$ -	$ 70,152
Management fees	-	281,250	150,000	843,750
Platform fees	200,178	195,055	565,750	598,355
Total	$ 200,178	$ 521,679	$ 715,750	$ 1,512,257

10. RELATED PARTY TRANSACTIONS

Compensation to key management personnel

Compensation earned for the nine months ended September 30, 2024 and 2023 due to persons in charge of the planning, direction and control of the Company, including executive and non-executive directors is as follows:

	Nine months ended September 30, 2024	Nine months ended September 30, 2023
Salaries, fees, and benefits	$ 640,048	$ 1,221,042
Share-based compensation	-	-
Total	$ 640,048	$ 1,221,042

11. INCOME TAXES

Income tax expense is recognized on management's best estimate of the actual income tax rate for the interim period applied to the pre-tax income (loss) of the interim period for the Company. For the nine months ended September 30, 2024 the Company has recorded a provision for income tax recovery of $188,216 (2023 - $265,210).

12. NET INCOME (LOSS) PER SHARE

The computations for basic and diluted net income (loss) per share are as follows:

	Three months ended September 30, 2024	Three months ended September 30, 2023	Nine months ended September 30, 2024	Nine months ended September 30, 2023
Net (loss) from continuing operations for the period	$ (310,360)	$ (385,206)	$ (576,030)	$ (1,652,609)
Weighted average number of common shares outstanding, basic	144,287,403	144,287,403	144,287,403	144,287,403
Effect of dilutive securities – share based payments	-	-	-	-
Weighted average number of common shares outstanding, diluted	144,287,403	144,287,403	144,287,403	144,287,403
Net (loss) from continuing operations per share, basic	$ (0.00)	$ (0.00)	$ (0.00)	$ (0.01)
Net (loss) from continuing operations per share, diluted	$ (0.00)	$ (0.00)	$ (0.00)	$ (0.01)

(Expressed in Canadian dollars)

13. OPERATING SEGMENT INFORMATION

The Company's Chief Executive Officer, who is also the Chief Operating Decision Maker reviews the performance of and makes resource allocation decisions based on the results of the Company as a whole. As a result, the Company has determined that it comprises a single operating segment and therefore a single reportable segment.

Geographical segments

All of the Company's continuing operations are located in Canada.

14. DISCONTINUED OPERATIONS

On January 18, 2023, the Company completed the disposition of all of the issued and outstanding shares of TCB, the Company's wholly owned subsidiary, doing business as Prodigy Labs. The sale was made to UST Global (Canada) Inc. (the "Buyer"), a party that is at arm's length to genifi. Pursuant to the terms of the transaction, genifi was entitled to receive cash consideration of up to $12.5 million, $8.5 million of which was paid on closing and up to $4 million of which was payable upon achieving certain EBITDA and revenue targets. In addition, genifi was entitled to a payment in respect of TCB's working capital on closing of $611,742. On August 30, 2024, the Company received an earn-out payment of $1,200,643 (pre-tax) representing the final consideration for the sale. There were no finders' fees payable in connection with the transaction.

As at December 31, 2023, management had estimated the expected pre-tax earn-out payment to be $983,661 and an additional $216,982 has been recognized in the consolidated statement of operations and comprehensive income (loss) for the period ended September 30, 2024. The values assigned for prior periods represented management's assessment of reported and expected results until the end of the earn out period on June 30, 2024. The fair value of the earn-out payment had been estimated by management using TCB's financial information for the year ended December 31, 2023, and the remaining 6 months of the earn-out period ending June 30, 2024.

As a result of the disposition, the financial results of TCB have been presented as discontinued operations on the consolidated statements of (loss) income and comprehensive (loss) income and the consolidated statements of cash flows.

Net income from discontinued operations	**Nine months ended September 30 2024**	**Nine months ended September 30 2023**
Proceeds from sale	$ 1,200,643	$ 9,111,742
Less: fair value of expected earn-out previously recognized	(983,661)	-
Net assets sold	-	(1,245,012)
Gain on sale	**$ 216,982**	**$ 7,866,730**
Revenue	$ -	$ 477,029
Direct Costs	-	(346,100)
Expenses	-	(60,338)
Income from discontinued operations before tax	216,982	7,937,321
Income tax	(57,500)	(1,204,824)
Net income from discontinued operations	$ 159,482	$ 6,732,497